

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO**

**ESTHER KOGUS, Derivatively on Behalf of
Nominal Defendant AMERICAN ELECTRIC
POWER COMPANY, INC.,**

Plaintiff,

v.

**NICHOLAS K. AKINS, BRIAN X. TIERNEY,
JOSEPH M BUONAIUTO, THOMAS E.
HOAGLIN, LINDA A. GOODSPEED, RALPH
D. CROSBY, JR., SARA MARTINEZ TUCKER,
DAVID J. ANDERSON, RICHARD D.
NOTEBAERT, SANDRA BEACH LIN,
STEPHEN S. RASMUSSEN, OLIVER G.
RICHARD, III, J. BARNIE BEASLEY, JR.,
MARGARET M. MCCARTHY, and LIONEL L.
NOWELL III,**

Defendants,

and

**AMERICAN ELECTRIC POWER COMPANY,
INC.,**

Nominal Defendant.

Case No. 2:21-cv-00163-SDM-EDP

**STIPULATION AND ORDER
CONSOLIDATING ACTIONS AND
APPOINTING CO-LEAD COUNSEL**

[caption continues on following page]

ROBERT L. REESE, Derivatively on Behalf of
Nominal Defendant AMERICAN ELECTRIC
POWER COMPANY, INC.,

Plaintiff,

v.

NICHOLAS K. AKINS, BRIAN X. TIERNEY,
THOMAS E. HOAGLIN, DAVID J.
ANDERSON, J. BARNIE BEASLEY, JR.,
RALPH D. CROSBY, JR., ART A. GARCIA,
LINDA A. GOODSPEED, SANDRA BEACH
LIN, MARGARET M. MCCARTHY, RICHARD
C. NOTEBAERT, LIONEL L. NOWELL III,
STEPHEN S. RASMUSSEN, OLIVER G.
RICHARD, III, and SARA MARTINEZ
TUCKER,

Defendants,

and

AMERICAN ELECTRIC POWER COMPANY,
INC.,

Nominal Defendant.

Case No. 2:21-cv-01611-SDM-EDP

WHEREAS, on January 15, 2021, plaintiff Esther Kogus filed her verified shareholder derivative complaint against defendants Nicholas K. Akins, Brian X. Tierney, Joseph M. Buonaiuto, Thomas E. Hoaglin, Linda A. Goodspeed, Ralph D. Crosby, Jr., Sara Martinez Tucker, David J. Anderson, Richard D. Notebaert, Sandra Beach Lin, Stephen S. Rasmussen, Oliver G. Richard, III, J. Barnie Beasley, Jr., Margaret M. McCarthy, Lionel L. Nowell III, and nominal defendant American Electric Power Company, Inc. (“AEP” or the “Company”) (collectively, “*Kogus Defendants*”) (the “*Kogus Action*”);

WHEREAS, on March 10, 2021, the Court entered a stipulated Order staying the *Kogus Action* until the earlier of (a) entry of an order denying the motion to dismiss the amended complaint in the factually related consolidated securities action, *Nickerson v. American Electric Power Company, Inc., et al.*, Case No. 2:20-cv-04243-SDM-EDP (the “*Securities Action*”) in whole or in part; or (b) a final order dismissing the *Securities Action* with prejudice and the expiration of any appeal deadlines or the resolution of any appeal of such dismissal, in the event an appeal is filed (Dkt. No. 3, the “*Stay*”);

WHEREAS, on April 7, 2021, plaintiff Robert L. Reese filed his verified shareholder derivative complaint (the “*Reese Action*,” and together with the *Kogus Action*, the “*Actions*”) against defendants Nicholas K. Akins, Brian X. Tierney, Thomas E. Hoaglin, David J. Anderson, J. Barnie Beasley, Jr., Ralph D. Crosby, Jr., Art A. Garcia, Linda A. Goodspeed, Sandra Beach Lin, Margaret M. McCarthy, Richard D. Notebaert, Stephen S. Rasmussen, Oliver G. Richard, III, Lionel L. Nowell III, Sara Martinez Tucker, and against the Company as a nominal defendant AEP (collectively the *Reese Defendants*, and together with the *Kogus Defendants*, “*Defendants*”);

WHEREAS, Plaintiffs agree that the Actions contain substantially similar factual and legal contentions and that the administration of justice would be best served by consolidating the Actions and appointing Co-Lead Counsel as set forth herein;

WHEREAS, without waiving any rights, arguments or defenses, Defendants agree that the Actions should be consolidated and take no position regarding appointment of Co-Lead Counsel;

WHEREAS, this stipulation is not a waiver of any of the parties' rights, remedies, claims, or defenses;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by the parties hereto, through their undersigned counsel, subject to the approval of the Court, as follows:

1. The *Reese* Defendants accept service of the summons and complaint in the *Reese* Action.

2. The stay of proceedings ordered in the *Kogus* Action on March 10, 2021 ("Stay") is temporarily lifted for the sole purpose of the filing of, and ruling on, this Stipulation and [Proposed] Order ("Stipulation and Order").

3. Pursuant to Rule 42(a) of the Federal Rules of Civil Procedure, the Actions are hereby consolidated for all purposes, including pretrial proceedings, trial, and appeal, and are referred to herein as the "Consolidated Action." The Stay currently in place in the *Kogus* Action (Dkt. No. 3) shall apply with equal force to the Consolidated Action and shall remain in effect.

4. The file in *Kogus v. Akins, et al.*, Case No. 2:21-cv-00163, shall constitute the Master File for every action in the Consolidated Action. When the document being filed pertains to all actions, the phrase "This Documents Relates to All Actions" shall be placed on the cover page. When a pleading applies only to some, not all, of the actions, the document shall list on the

cover page the phrase “This Document Relates To:”, the docket number for each individual action to which the document applies, along with the last name of the first-listed plaintiff in said action.

5. Every pleading filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

IN RE AEP STOCKHOLDER DERIVATIVE LITIGATION
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Master File No. 2:21-cv-00163

6. Robbins LLP (“Robbins”) and Glancy Prongay & Murray LLP (“GPM”) are designated Co-Lead Counsel for Plaintiffs in the Consolidated Action. Plaintiffs contend that their counsel, Robbins and GPM, are well-qualified to coordinate prosecution of the claims they assert derivatively on behalf of the Company. *See* Firm Résumés attached hereto as Exhibits A & B. Defendants take no position on the qualifications or appointment of lead counsel for Plaintiffs.

7. Co-Lead Counsel shall represent Plaintiffs in the prosecution of the Consolidated Action, determine and present to the Court and opposing parties the position of Plaintiffs on all matters arising during pretrial negotiations, delegate and monitor the work performed by Plaintiffs’ attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of the Plaintiffs the initiation and conduct of discovery proceedings, have the authority to negotiate matters with Defendants’ counsel, and perform such other duties as may be incidental to the proper coordination of Plaintiffs’ pretrial activities or authorized by further order of the Court. Defendants’ counsel may rely on all agreements made with either of Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all Plaintiffs.

8. Law Offices of John C. Camullus LLC and Biller & Kimble, LLC are designated as Plaintiffs’ Co-Liaison Counsel in this Consolidated Action. Plaintiffs’ Co-Liaison Counsel shall

perform all tasks expected of Ohio counsel and shall be primarily responsible for communications between Plaintiffs and the Court and for Plaintiffs' filings with the Court.

9. The Parties to this Stipulation and Order agree that it would be duplicative and wasteful of the Court's resources for any Defendant who has been properly served, has agreed to accept service, or who is served in the future to have to respond whether by answer or motion to the individual complaints before a consolidated complaint is filed in the Consolidated Action. Therefore, the Parties to this Stipulation and Order agree that any Defendant who has been properly served, has agreed to accept service, or who is served in the future, need only respond, plead, move, or answer to any consolidated complaint filed in the Consolidated Action or to any other related complaints that are subsequently assigned or transferred to this Court, and only after the Stay currently in effect in the *Kogus* Action, and which Stay shall apply to the Consolidated Action and any other related complaints that are subsequently assigned or transferred to this Court, is lifted or terminated in accordance with its terms. Defendants shall have no obligation to respond, plead, move, answer or otherwise respond to any consolidated complaint or other related complaint subsequently assigned or transferred to this Court during the pendency of the Stay and until a subsequent scheduling order has been submitted by the Parties or otherwise set by the Court. To the extent that any Defendant now named in any of the existing complaints filed in the Consolidated Action is not named in the consolidated complaint, the claims against such Defendant shall be deemed dismissed without prejudice. Any pleading filed or served in one of the underlying actions shall become part of the Consolidated Action.

10. This Stipulation and Order shall apply to each action arising out of the same transactions and occurrences and asserting direct and/or derivative state law claims filed in this Court or transferred here, and Co-Lead Counsel shall assist the Court by calling to the attention of

the Court the filing or transfer of any such action, and Co-Lead Counsel shall assure that counsel therein receive notice of this Stipulation and Order. Unless otherwise ordered, the terms of all orders, rulings, and decisions in the Consolidated Action shall apply to all later shareholder derivative actions instituted herein, including, but not limited to, the Stay.

Dated: June 3, 2021

By: /s/ Andrew Kimble
Andrew Biller
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Dated: June 3, 2021

By: /s/ John Camillus
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[Proposed] *Co-Liaison Counsel for Plaintiffs*

Dated: June 3, 2021

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Dated: June 3, 2021

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[Proposed] *Co-Lead Counsel for Plaintiffs*

Dated: June 3, 2021

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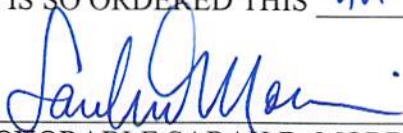
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* * *

IT IS SO ORDERED THIS 9th DAY OF June, 2021.


HONORABLE SARAH D. MORRISON
UNITED STATES DISTRICT JUDGE